

WC 04-230

WILKINSON) BARKER) KNAUER) LLP

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May 14, 2004

HAND DELIVERED

FCC/MELLON MAY 14 2004

Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

Re: *Joint Application For Domestic Section 214 Authority
To Transfer CLEC Customer Bases In Four Metropolitan Areas*

Dear Ms. Dortch:

Enclosed please find an original and five copies of an application filed jointly by Transferors ACC Telecommunications, LLC and ACC Telecommunications of Virginia, LLC (collectively, "ACC") and Transferees TelCove, Inc., TelCove International, LLC, TelCove Atlantic, Inc. and TelCove of Virginia, LLC (collectively, "TelCove") seeking FCC domestic Section 214 authority to allow TelCove to acquire assets (CLEC customer bases) in four U.S. metropolitan areas from ACC. Also enclosed is a Form 159 and a check for the requisite filing fee amount of \$860.

Because the asset acquisition will not result in a loss of services for customers, this application is filed as a transfer of control; and no application to discontinue service is required.¹ The parties concurrently are filing an international Section 214 transfer application for this same transaction via the International Bureau's electronic filing system (an electronic copy of the enclosed paper application is submitted as an attachment to the international Section 214 application).

Both this domestic Section 214 application and the separately-filed international Section 214 application are eligible for streamlined processing.

¹ *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, 17 FCC Rcd. 5517 ¶ 59 (2002).

WILKINSON) BARKER) KNAUER) LLP

Marlene H. Dortch

May 14, 2004

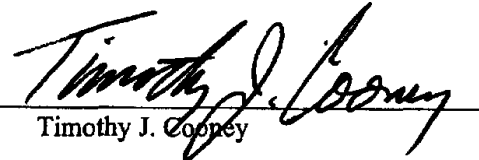
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Please contact the undersigned attorney for TelCove if you have any questions.

Sincerely,

WILKINSON BARKER KNAUER, LLP

By:


Timothy J. Cooney

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
ACC Telecommunications, LLC)	
ACC Telecommunications of Virginia, LLC)	
(Debtors-in-Possession), Transferors)	
)	
and)	File Nos.
)	
TelCove, Inc.)	
TelCove International, LLC)	
TelCove Atlantic, Inc.)	
TelCove of Virginia, LLC)	
Transferees)	
)	
Application For Section 214 Approval)	
To Transfer CLEC Customer Bases)	
In The Metro Areas Of Buffalo, NY;)	
Richmond, VA; Charlottesville, VA; And)	
Shenandoah Valley, VA.)	

**To: Chief, Wireline Competition Bureau
Chief, International Bureau**

DOMESTIC AND INTERNATIONAL SECTION 214 TRANSFER APPLICATION

May 14, 2004

**Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of)	
)	
ACC Telecommunications, LLC)	
ACC Telecommunications of Virginia, LLC)	
(Debtors-in-Possession), Transferors)	
)	
and)	File Nos.
)	
TelCove, Inc.)	
TelCove International, LLC)	
TelCove Atlantic, Inc.)	
TelCove of Virginia, LLC)	
Transferees)	
)	
Application For Section 214 Approval)	
To Transfer CLEC Customer Bases)	
In The Metro Areas Of Buffalo, NY;)	
Richmond, VA; Charlottesville, VA; And)	
Shenandoah Valley, VA.)	

**To: Chief, Wireline Competition Bureau
Chief, International Bureau**

DOMESTIC AND INTERNATIONAL SECTION 214 TRANSFER APPLICATION

Pursuant to Section 214 of the Communications Act of 1934, as amended, and Part 63 of the Commission's Rules, Transferors ACC Telecommunications, LLC and ACC Telecommunications of Virginia, LLC (collectively, the "ACC Entities"), and Transferees TelCove, Inc. and TelCove International, LLC¹ and certain of its direct and indirect subsidiaries, d/b/a TelCove ("TelCove" and together with the ACC Entities, the "Joint Applicants"), hereby

¹ In April 2004, Transferee changed its name from "Adelphia Business Solutions, Inc." to "TelCove, Inc." TelCove is in the process of changing the names of various TelCove subsidiaries by replacing "Adelphia Business Solutions" with "TelCove" in each name.

request Commission approval for the transfer of certain competitive local exchange carrier markets (the "CLEC Markets"), including physical assets and customer bases, to TelCove from the ACC Entities. The asset conveyance will not result in the loss or impairment of either domestic or international service to any existing customers in the CLEC Markets, so no Section 214 discontinuance application is required under Commission rules.² This Joint Application qualifies for streamlined treatment under both the domestic and international provisions of the Commission's Section 214 rules, 47 C.F.R. §§ 63.03 and 63.12.

I. BACKGROUND AND DESCRIPTION OF TRANSACTION

TelCove is a Delaware corporation with its principal place of business located at 121 Champion Way, Canonsburg, Pennsylvania 15317. TelCove is a leading facilities-based provider of integrated communication services that serves medium and large businesses, state and local governmental agencies, educational institutions, and other communications services providers. TelCove offers local and long-distance voice, dedicated data, ATM, frame relay, and Internet services and is focused on serving communications-intensive end users. TelCove operates in approximately 35 medium-to-large sized markets throughout the Eastern United States, along the Gulf Coast and in several Midwestern States.

The ACC Entities are Delaware limited liability companies with their principal place of business located at 5619 DTC Parkway, Suite 800, Greenwood Village, Colorado 80111. Adelphia Communications Corporation ("Adelphia"), the parent company of the ACC Entities, is the fifth largest cable company in the United States with more than 5.3 million residential

² See *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, 17 FCC Rcd 5517, 5548-49 (2002). In accordance with the FCC's order, *id.* at 5525, separate copies of this joint application are being filed with both the International Bureau and the Wireline Competition Bureau with separate filing fees (this joint application is submitted as an attachment to the electronic application filed with the International Bureau).

customers in 30 states. Adelphia, through various subsidiaries and affiliates, provides cable entertainment, high-speed internet access, and residential long distance telephone services. The ACC Entities currently provide competitive local and long-distance voice and dedicated data services (to business customers only) in the markets that are the subject of this Application.³

Prior to January 11, 2002, Adelphia controlled approximately 78.4% of the outstanding stock of TelCove and held approximately 96% of the total voting power. On January 11, 2002, Adelphia distributed to the holders of its Class A and Class B common stock, in the form of a dividend, all of the shares of TelCove common stock owned by Adelphia. Prior to and after the stock distribution, both Adelphia and TelCove were controlled by John Rigas and his family. On March 27, 2002, TelCove and certain of its subsidiaries each filed a petition for protection under Chapter 11 of the United States Bankruptcy Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York ("the Bankruptcy Court"). TelCove subsidiaries made additional bankruptcy filings on June 18, 2002. Adelphia and certain of its wholly owned subsidiaries commenced cases under Chapter 11 of the Bankruptcy Code in the Bankruptcy Court on June 10, 2002, June 25, 2002 and September 30, 2002; and these cases were assigned to the same judge as TelCove's cases, the Honorable Robert E. Gerber. By July 2002, the Rigas Family members had resigned their positions on the board and their officer positions for both Adelphia and TelCove and their respective wholly owned subsidiaries, with the result that the Rigas Family no longer controlled the management or day-to-day operations of either Adelphia or TelCove or their respective wholly owned subsidiaries.

³ In addition, the ACC Entities provide data-only services to business customers in Cleveland, Ohio, but the telecommunications operations of the ACC Entities in this market are not being transferred to TelCove.

On February 25, 2004, Adelphia and TelCove filed a joint motion with the Bankruptcy Court seeking approval of two settlement agreements (the Master Reciprocal Settlement Agreement or “MRSA” and the Global Settlement Agreement or “GSA” and together with the MRSA, the “Agreements”) that would resolve almost all of the outstanding disputes between Adelphia and TelCove. The parties supplemented the joint motion on March 10, 2004. The Bankruptcy Court held a hearing and granted the joint motion on March 23, 2004. The parties closed on the initial phase of the GSA on April 7, 2004, and TelCove emerged from bankruptcy on the same day.⁴

Under the GSA, Adelphia and its affiliates will transfer to TelCove and its affiliates certain settlement consideration, including certain assets associated with the CLEC Markets owned and controlled by the ACC Entities but currently managed by TelCove (collectively, the “CLEC Market Assets”). No FCC wireless licenses are associated with the proposed asset transfers.

The closing on individual CLEC Market Assets will occur on a rolling, market by market basis after the parties have obtained all material governmental and third party consents. Prior to the pertinent closing dates for individual CLEC markets, the ACC Entities will maintain their ownership and ultimate control of the relevant CLEC Market Assets, including all governmental and third party licenses, franchises, permits and authorizations, pertaining to individual CLEC Markets, although the parties have agreed that TelCove will continue to manage, pursuant to a management agreement, the CLEC Markets on behalf of and under the supervision and control

⁴ The Commission approved TelCove’s emergence from bankruptcy under File No. ITC-ASG-20031002-00502 (public notice issued December 24, 2003).

of the ACC Entities, until the ACC Entities have all material governmental and third party consents necessary to finalize the transfer of the CLEC Market Assets to TelCove.⁵

The CLEC Markets subject to this Joint Application comprise four metropolitan areas, including surrounding suburban areas. The Buffalo, New York, market is being transferred to TelCove Atlantic, Inc.; and the Richmond, Virginia, Charlottesville, Virginia, and Shenandoah Valley, Virginia, markets are being transferred to TelCove of Virginia, LLC. The services offered in the CLEC Markets, which are provided to business customers only, include integrated local and long-distance voice, dedicated data, local and intercity private line, ATM and frame relay services.

ACC and TelCove have filed applications with both the New York Public Service Commission and the Virginia State Corporation Commission for an effective conversion date of June 28, 2004. The New York and Virginia Exit Plans and customer notification letters have been submitted to the respective State agencies and are available to the Commission upon request.

II. PUBLIC INTEREST CONSIDERATIONS

Approval of this Joint Application is in the public interest, as it will bolster the Commission's long-standing goal of fostering facilities-based competition in the telecommunications market. As the Commission is well aware, the national economic downturn over the past several years has been extremely inhospitable to competitive local exchange carriers. TelCove has weathered the storm of bankruptcy and is ready to meet the needs of its existing customers as well as those in the CLEC Markets. The transfer of assets and customers contemplated by the Agreements will further facilitate TelCove's emergence from bankruptcy by

⁵ A copy of the GSA and associated annexes are appended as exhibits to the electronically filed international Section 214 application.

settling certain claims, thus allowing TelCove to continue to offer competitive facilities-based services as an alternative to the incumbent service providers. The benefits of such services include broader consumer choice, more efficient utilization of existing telecommunications resources and facilities, and product and service innovation. Moreover, the assignment of the CLEC Market Assets and control of the ACC telecommunications operations in the CLEC Markets will be transparent to the end user customers; no reduction or impairment of service will occur. The proposed transactions are therefore in the public interest.⁶

III. JOINT APPLICANTS REQUEST STREAMLINED TREATMENT UNDER SECTIONS 63.03 AND 63.12 OF THE COMMISSION'S RULES

A. The Joint Application Qualifies for Streamlining Under the Commission's Domestic Section 214 Streamlining Rules

Pursuant to Section 63.03, streamlined procedures for domestic transfer of control applications will presumptively apply to proposed transactions (1) that would result in a transferee having a market share in the interstate, interexchange market of less than 10%, (2) where the transferee would provide competitive telephone exchange services or exchange access services (if at all) exclusively in geographic areas served by a dominant local exchange carrier that is not a party to the transaction, and (3) where neither of the applicants is dominant with respect to any service.

ACC Entities and TelCove submit that neither party holds or will hold a market share in the interstate, interexchange market in any State of more than 10% and that neither of the Joint Applicants is considered dominant with respect to any service.

⁶ TelCove notes that the Rigas family, which at one time controlled TelCove, no longer is involved in managing or operating the company. Upon TelCove's emergence from bankruptcy, all equity interests in TelCove held by the Rigas family were extinguished. Consequently, any alleged misconduct or improprieties by members of the Rigas family should not affect the eligibility of TelCove and its subsidiaries to hold their respective FCC authorizations.

B. The Joint Application Qualifies for Streamlining Under the Commission's International Section 214 Streamlining Rules

Section 63.12 provides that the streamlining procedures for international Section 214 applications will presumptively apply unless: 1) the applicant is affiliated with a foreign carrier in a destination market; 2) the applicant is affiliated with any dominant U.S. carrier whose international switched or private lines services it seeks to resell; and 3) the applicant is requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

TelCove, the transferee, is not affiliated with any foreign carrier or any dominant U.S. carrier and is not requesting to provide service over private lines to countries not previously authorized for service by the Commission. Accordingly, the Joint Application qualifies for streamlining procedures under the Commission's international Section 214 rules.

IV. INFORMATION REQUIRED BY SECTIONS 63.04 AND 63.18

Joint Applicants submit the following information in support of their joint application pursuant to Section 63.04 and 63.18(e)(3) of the Commission's rules.

- (a) Name, address and telephone number of each applicant (Sections 63.04(a)(1) and 63.18(a)):

See Exhibit A attached hereto, and incorporated hereby.

- (b) The government, state or territory under the laws of which each corporate or partnership applicant is authorized (Sections 63.04(a)(2) and 63.18(b)):

Both TelCove, Inc., (the parent) and TelCove Atlantic, Inc. (subsidiary) are incorporated under the laws of the State of Delaware.

TelCove of Virginia, LLC is a Virginia limited liability company.

ACC Telecommunications, LLC and ACC Telecommunications of Virginia, LLC are limited liability companies organized under the laws of the State of Delaware and are wholly owned subsidiaries of Adelphia

- (c) The name, title, post office address, and telephone number of the officer or contact point, to whom correspondence concerning the application is to be addressed (Sections 63.04(a)(3) and 63.18(c)):

Jim Means
Secretary
TelCove, Inc.
121 Champion Way
Canonsburg, PA 15317
Telephone: (724) 743-9588
Facsimile: (724) 743-9791
E-mail: jim.means@telcove.com

With a copy to:

William J. Sill
Timothy J. Cooney
Wilkinson Barker Knauer, LLP
2300 N Street, NW
Suite 700
Washington, DC 20037
Telephone: (202) 783-4141
Facsimile: (202) 783-5851
E-mail: wsill@wbklaw.com
tcooney@wbklaw.com

Ms. Jo Gentry
Adelphia Communications Corporation
External Affairs Director
5619 DTC Parkway, Suite 800
Greenwood Village, CO 80111
Telephone: 303-268-6684
Facsimile: 720-293-0222
E-mail: jo.gentry@adelphia.com

With a copy to:

J. Christopher Redding
J.G. Harrington
Dow, Lohnes & Albertson
1200 New Hampshire Avenue, N.W.
Suite 800
Washington, DC 20036-6802
Telephone: (202) 776-2000
Facsimile: (202) 776-2222
E-mail: credding@dowlohn.com
jharrington@dowlohn.com

- (d) The name, address, citizenship and principal business of any person or entity that directly or indirectly owns at least 10% of the equity of the assignee/transferee, TelCove, and the percentage of equity owned by each of those entities (to the nearest 1%) (Sections 63.04(a)(4) and 63.18(h)):⁷

- | | |
|---------------------|-----------------------------------------------------------------------------|
| (1) Name: | Bay Harbour Partners, Ltd. |
| Address: | c/o Bay Harbour Management, LC
10124 Foxhurst Court
Orlando, FL 32836 |
| Citizenship: | Cayman Islands |
| Percentage Owned: | 18 |
| Principal Business: | Investment |
| (2) Name: | Bay Harbour 90-1, Ltd. |
| Address: | c/o Bay Harbour Management, LC
10124 Foxhurst Court
Orlando, FL 32836 |
| Citizenship: | U.S. |
| Percentage Owned: | 16 |
| Principal Business: | Investment |
| (3) Name: | Goldman Sachs |
| Address: | 85 Broad Street
New York, NY 10004 |
| Citizenship: | U.S. |
| Percentage Owned: | 15 |
| Principal Business: | Investment |

TelCove does not have interlocking directorates with any foreign carrier.

- (e) Transferee TelCove certifies, pursuant to Sections 1.2001 through 1.2003 of the Commission's rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a), that no party to the application is subject to a denial of Federal benefits

⁷ Bay Harbour Management, LC manages but does not own several investment funds, including the Bay Harbour funds, that cumulatively own 50.16 percent of TelCove.

pursuant to Section 52301 of the Anti-Drug Abuse Act of 1988 (Sections 63.04(a)(5) and 63.18(o)).

- (f) A description of the transaction (Section 63.04(a)(6)).

See Sections I and II of the Joint Application.

- (g) Section 214 Authorizations (Section 63.04(a)(7)):

Exhibit B lists the geographic areas in which TelCove currently provides domestic telecommunications services and the services it provides.

Exhibit C lists the geographic areas in which ACC Entities offer domestic telecommunications services and the services it provides.

TelCove International, LLC holds an international Section 214 authorization granted in its former name, Adelphia Business Solutions International, LLC (ITC – 214-19971128-00747 – International Resale Carrier).⁸

Affiliates of the ACC Entities hold International 214 Authorizations: Adelphia Telecommunications, Inc. (FCC File Nos. ITC-214-19970206-00065 and ITC-ASG-200211105-00613); Adelphia Telecommunications of Florida, Inc. (FCC File Nos. ITC-214-19970206-00066 and ITC-ASG-20021105-00614). These FCC authorizations are not being assigned to TelCove and will be retained by the Adelphia entity holding the authorization.

- (h) Qualifications for Presumptive Streamlined Treatment (Sections 63.04(a)(8) and 63.18(p)).

See Section III of the Application.

- (i) Identification of all other Commission applications related to the same transaction (Sections 63.04(9)):

⁸ The Commission originally granted international Section 214 authority to Hyperion Telecommunications, Inc. On October 29, 1998, the Commission authorized the *pro forma* assignment of Hyperion Telecommunications, Inc.'s Section 214 authority to its affiliate Hyperion Communications International, Inc. in ITC-ASG-19981019-00727. Hyperion Communications International, Inc. changed its name to Adelphia Business Solutions International, LLC. in October 1999. Notice of the *pro forma* transfer involving Adelphia Business Solutions International, LLC due to the filing TelCove's Chapter 11 petition was filed with the FCC on April 26, 2002. On December 24, 2003, the Commission granted authority for Adelphia Business Solutions International, LLC. to emerge from bankruptcy (File No. ITC-ASG-20031002-00502). Adelphia Business Solutions International, LLC changed its name to TelCove International, LLC in April 2004.

None.

- (j) A statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure (Section 63.04(a)(10)):

Not applicable.

- (k) Identification of any separately filed waiver requests being sought in conjunction with the transaction (Section 63.04(a)(11)):

None.

- (l) Statement showing how grant of application will serve the public interest (Section 63.04(a)(12)):

See Section II of this Application.

- (m) Section 63.18(e) statement:

TelCove has authority to, and will continue, to operate as a resale carrier pursuant to 63.18(e)(2), requests authority to serve all countries except those on the FCC's excluded list, and certifies it will comply with the terms and conditions contained in Sections 63.21 and 63.23 of the Commission's rules.

- (n) Section 63.18(g) related to facilities-based authority: Not applicable.

- (o) Section 63.18(i): TelCove certifies that it is not a foreign carrier, as defined in Section 63.09(d) of the Commission's rules nor will it be affiliated with a foreign carrier.

- (p) Section 63.18(j): TelCove certifies that it does not seek to provide international telecommunications services to any destination country in which (i) the Applicants are a foreign carrier in such country; or, ii) the Applicants control a foreign carrier in such country; or iii) any entity that owns more than 25% of any of the Applicants, or controls the Applicants, controls a foreign carrier in such country.

- (q) Section 63.18(k) related to affiliated foreign carriers: Not applicable.

- (r) Section 63.18(l) related to affiliated foreign carriers: Not applicable.

- (s) Section 63.18(m) related to affiliated foreign carriers: Not applicable.

- (t) Section 63.18(n) certification:

TelCove certifies that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route

where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

CONCLUSION

For the reasons set forth above, the Joint Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by an expeditious grant of this Application.

Respectfully submitted:

ACC Telecommunications, LLC
By: ACC Telecommunications Holdings, LLC,
as its sole member
By: ACC Operations, Inc., as its sole member

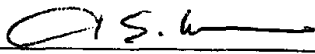
By: _____
John Rogers, Vice President

ACC Telecommunications of Virginia, LLC
By: ACC Telecommunications, LLC, as its sole member
By: ACC Telecommunications Holdings, LLC, as
its sole member
By: ACC Operations, Inc., as its sole member

By: _____
John Rogers, Vice President

Date: _____

TelCove, Inc.
TelCove International, Inc.
TelCove Atlantic, Inc.
TelCove of Virginia, Inc.

By:  _____
Jim Means
Secretary
TelCove, Inc.

Date: 5-5-04

CONCLUSION

For the reasons set forth above, the Joint Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by an expeditious grant of this Application.

Respectfully submitted:

ACC Telecommunications, LLC
By: ACC Telecommunications Holdings, LLC,
as its sole member
By: ACC Operations, Inc., as its sole member

By: John Rogers
John Rogers, Vice President

ACC Telecommunications of Virginia, LLC
By: ACC Telecommunications, LLC, as its sole member
By: ACC Telecommunications Holdings, LLC, as
its sole member
By: ACC Operations, Inc., as its sole member

By: John Rogers
John Rogers, Vice President
Date: 5-7-04

TelCove, Inc.
TelCove International, Inc.
TelCove Atlantic, Inc.
TelCove of Virginia, Inc.

By: _____
Jim Means
Secretary
TelCove, Inc.

Date: _____

EXHIBIT A

List of the names, address and telephone number of each applicant as required by Sections 63.04(a)(1) and 63.18(a):

1. The address of Transferee TelCove is: 121 Champion Way
Canonsburg, PA 15317

The main telephone number of Transferee TelCove is: (724) 743-9888

The names of each TelCove applicant are:

TelCove, Inc. (f/k/a Adelphia Business Solutions, Inc.)
TelCove Atlantic, Inc. (f/k/a Adelphia Business Solutions Atlantic, Inc.)
TelCove of Virginia, LLC (f/k/a Adelphia Business Solutions of Virginia, LLC)

The following entities also are affiliates of (ultimately wholly owned by) TelCove, Inc.:

TelCove of Tennessee, Inc. (f/k/a Adelphia Business Solutions of Tennessee, Inc.)
TelCove of Nashville, L.P. (f/k/a Adelphia Business Solutions of Nashville, L.P.)
TelCove of Vermont, Inc. (f/k/a Adelphia Business Solutions of Vermont, Inc.)
TelCove of Florida, Inc. (f/k/a Adelphia Business Solutions of Florida, Inc.)
TelCove of Kentucky, Inc. (f/k/a Adelphia Business Solutions of Kentucky, Inc.)
TelCove Capital, Inc. (f/k/a Adelphia Business Solutions Capital, Inc.)
TelCove Operations, Inc.
TelCove International, LLC (f/k/a Adelphia Business Solutions International, LLC)
TelCove Investment, LLC (f/k/a Adelphia Business Solutions Investment, LLC)
TelCove Investment East, LLC (f/k/a Adelphia Business Solutions Investment East, LLC)
TelCove of Jacksonville, Inc. (f/k/a Adelphia Business Solutions of Jacksonville, Inc.)
TelCove of Louisiana, Inc. (f/k/a Adelphia Business Solutions of Louisiana, Inc.)
TelCove of Louisiana, LLC (f/k/a Adelphia Business Solutions of Louisiana, LLC)
TelCove of Pennsylvania, Inc. (f/k/a Adelphia Business Solutions of Pennsylvania, Inc.)¹
TelCove Holdings of Pennsylvania, Inc.
TelCove of South Carolina, Inc. (f/k/a Adelphia Business Solutions of South Carolina, Inc.)
TelCove, LLC (f/k/a Adelphia Business Solutions, LLC)
TelCove Long Haul, L.P. (f/k/a Adelphia Business Solutions Long Haul, L.P.)

¹ TelCove of Pennsylvania, Inc. is currently the 50% general partner in the following partnerships: Susquehanna Adelphia Business Solutions and PECO TelCove.

2. The address of the Transferor ACC Entities is:

5619 DTC Parkway
Suite 800
Greenwood Village,
Colorado 80111

The main telephone number of the Transferor
ACC Entities is:

(303) 268-6300

The names of each ACC Entity applicant are:

ACC Telecommunications, LLC
ACC Telecommunications of Virginia, LLC
Debtors-in-possession

EXHIBIT B

The geographic areas in which Transferee TelCove currently provides service are:

Allentown, PA	Atlanta, GA	Baton Rouge, LA
Burlington, VT	Charlotte, NC	Columbia, SC
Columbus, OH	Coudersport, PA	Detroit, MI
Erie, PA	Greenville, SC	Harrisburg, PA
Houston, TX	Jackson, MS	Jacksonville, FL
Kansas City, MO	Lancaster, PA	Lexington, KY
Little Rock, AK	Louisville, KY	Mobile, AL
Nashville, TN	Newark, NJ	New Orleans, LA
Norfolk, VA	Oklahoma City, OK	Orlando, FL
Philadelphia, PA	Piscataway, NJ	Pittsburgh, PA
Raleigh, NC	Rome/Utica, NY	Scranton, PA
South Florida, FL	State College, PA	Syracuse, NY
Tampa, FL	Tulsa, OK	Wichita, KS
York, PA		

The services provided in these markets include:

Data:

Ethernet
Local Private Line
Private Local SONET Ring
Intercity Private Line
Frame Relay
ATM

Voice:

Business Line
Business Trunks
ISDN BRI/ ISDN PRI
Centrex
Voice Messaging and Auto Attendant
International and Domestic Long Distance

EXHIBIT C

The geographic areas in which the transferor, ACC Entities, currently provide CLEC services are the four metro CLEC markets being transferred (Buffalo, NY; Richmond, VA; Charlottesville, VA; and Shenandoah Valley, VA) and one market not being transferred, Cleveland, OH.

The services provided in these markets include:

Data:

Ethernet
Local Private Line
Private Local SONET Ring
Intercity Private Line
Frame Relay
ATM

Voice:

Business Line
Business Trunks
ISDN BRI/ ISDN PRI
Centrex
Voice Messaging and Auto Attendant
International and Domestic Long Distance

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589

Page No. 1 of 1

(1) LOCKBOX # 358115			
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (If paying by credit card enter name exactly as it appears on the card) Wilkinson Barker Knauer, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$860.00	
(4) STREET ADDRESS LINE NO. 1 2300 N Street, NW			
(5) STREET ADDRESS LINE NO. 2 Suite 700			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20037
(9) DAYTIME TELEPHONE NUMBER (include area code) 202-783-4141		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003775731			
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME TelCove Inc.			
(14) STREET ADDRESS LINE NO. 1 121 Champion Way			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Canonsburg		(17) STATE PA	(18) ZIP CODE 15317
(19) DAYTIME TELEPHONE NUMBER (include area code) 724-743-9888		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 00180882876			
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE \$860.00		
(28A) FCC CODE 1	(29A) FCC CODE 2		
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE		
(28B) FCC CODE 1	(29B) FCC CODE 2		
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, <u>Timothy J. Cooney</u> , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE <u>Timothy J. Cooney</u>		DATE <u>5-19-04</u>	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)